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Guy M. Hicks
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November 3, 2005

VIA HAND DELIVERYHon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Access Point, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 04-00386

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Access Point, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated May 24, 2003. The Amendment amends Section 13 of the General Terms and Conditions of the Agreement relating to adoption.

Thank you for your attention to this matter.

Sincerely yours,


Guy M. Hicks

cc Richard E. Brown, CEO, Access Point, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Access Point, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND ACCESS POINT, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Access Point, Inc. ("Access Point") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated May 24, 2003 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Access Point and BellSouth state the following:

1. Access Point and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Access Point. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 18, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which amends Section 13 of the General Terms and Conditions of the Agreement relating to adoption. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Access Point and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties are authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Access Point within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Access Point and BellSouth aver that the Amendment is consistent with the standards for approval

6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement filed and approved pursuant to 47 USC Section 252.

Access Point and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 3rd day of Nov., 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC

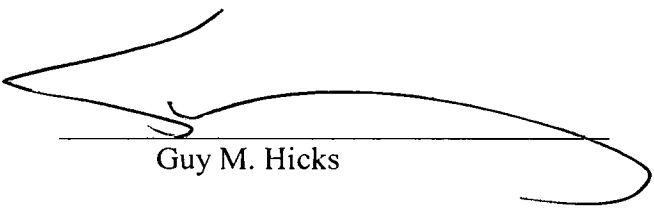
By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 3rd day of Nov., 2004:

Richard E Brown
CEO
Access Point, Inc.
1100 Crescent Green, Suite 109
Cary, NC 27511


Guy M. Hicks

**Amendment to the Agreement
Between
Access Point, Inc.
and
BellSouth Telecommunications, Inc.
Dated May 24, 2003**

Pursuant to this Amendment, (the "Amendment"), Access Point, Inc (Access Point), and BellSouth Telecommunications, Inc ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 24, 2003 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date")

WHEREAS, BellSouth and Access Point entered into the Agreement on May 24, 2003, and,

WHEREAS, BellSouth and Access Point are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No 01-338, issued on July 13, 2004;

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

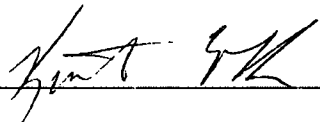
1. The Parties agree to delete Section 13 of the General Terms and Conditions and replace it with the following

13 Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to Access Point any entire interconnection agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted


2. All of the other provisions of the Agreement dated May 24, 2003 shall remain unchanged and in full force and effect
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By: 
Name: Kristen Rowe
Title: Director
Date: 10/4/04

Access Point, Inc.

By: 
Name: RICHARD E. BROWN
Title: Chief Executive Officer
Date: 9/21/04